

EXHIBIT 9

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K

Current Report

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 27, 2011

Puda Coal, Inc.

(Exact name of registrant as specified in its charter)

333-85306
(Commission File Number)**Delaware**
(State or other jurisdiction of
incorporation)**65-1129912**
(I.R.S. Employer Identification No.)**426 Xuefu Street, Taiyuan, Shanxi Province,
The People's Republic of China**
(Address of principal executive offices, with zip code)**011 86 351 228 1302**
(Registrant's telephone number, including area code)**Not Applicable**
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On April 27, 2011, the Board of Directors of Puda Coal, Inc. (the “Company”) resolved to amend Section 3.8 of the Company’s Bylaws, effective on the same date. Prior to the amendment, the Bylaws stated that special board meetings may be called by the Chairman of the Board or by the President of the Company. The amendment provides that special board meetings may be called by any director of the Board or by the Secretary of the Company. The requirement in the same section regarding at least 2 days’ notice of date, time and place of the meeting remains unchanged. The Bylaws of the Company, as amended, is filed as Exhibit 3.1 to this report.

Item 8.01 Others

On April 29, 2011, the Company issued a press release announcing that it has received a buy-out proposal from Chairman of the Board, Mr. Ming Zhao, and that the Audit Committee continues to investigate into allegations regarding various unauthorized transactions by Mr. Zhao. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.**(99) Exhibits**

The exhibits listed in the following Exhibit Index are filed as part of this report.

Exhibit No.	Description
3.1	Bylaws of Puda Coal, Inc., as amended on April 27, 2011
99.1	Press Release dated April 29, 2011 regarding the buy-out proposal and the continued investigation

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PUDA COAL, INC.

Date: April 29, 2011

By: /s/ Qiong Wu

Qiong Wu
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
3.1	Bylaws of Puda Coal, Inc., as amended on April 27, 2011
99.1	Press Release dated April 29, 2011 regarding the buy-out proposal and the continued investigation

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Exhibit 99.1 Press Release

Company Contact:

Laby Wu, Chief Financial Officer, Director of Investor Relations

Puda Coal, Inc.

Tel: +86-10-6439-2405

Email: labywu@gmail.com

Web: <http://www.pudacoalinc.com>**Investor Relations Contact:**

Crocker Coulson, President

CCG Investor Relations

Tel: +1-646-213-1915

Email: crocker.coulson@ccgir.com

Elaine Ketchmere, Partner

Tel: +1-310-954-1345

Email: elaine.ketchmere@ccgir.comWeb: www.ccgirasia.com**Puda Coal Receives Buy-Out Proposal from Chairman; Investigation Continues**

TAIYUAN, SHANXI PROVINCE, China, April 29, 2011 – Puda Coal, Inc. (NYSE AMEX: PUDA) (“Puda Coal” or the “Company”) today announced that it received a preliminary non-binding proposal from its Chairman, Mr. Ming Zhao to acquire 100% of the outstanding shares of common stock of the Company in a going private transaction at up to \$12 per share in cash. Mr. Zhao proposed to finance the proposed acquisition with a combination of existing cash on hand and external financing sources. A copy of Mr. Zhao’s proposal is attached to this press release.

In response to the receipt of the proposal, the Company’s Audit Committee composed solely of independent directors will review and evaluate the proposal and, if appropriate, negotiate its terms, and take any other action in connection therewith. The Audit Committee has requested detailed information and documentation from Mr. Zhao relating to the proposal, including information pertaining to matters that are subject to the Audit Committee’s previously reported on-going investigation, necessary for the Audit Committee to evaluate the proposal and provide a recommendation to shareholders.

The Audit Committee continues to investigate the allegations raised in a recent article alleging various unauthorized transactions in the shares of a subsidiary company, Shanxi Coal, by Mr. Zhao and intends to provide further information when the investigation is complete.

The Company’s stock has been halted by the New York Stock Exchange since it announced the launch of the independent investigation on April 11, 2011.

FORWARD-LOOKING STATEMENTS

The information contained herein includes forward-looking statements. These statements relate to future events and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. You should not place undue reliance on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond our control and which could, and likely will, materially affect actual results, levels of activity, performance or achievements. Any forward-looking statement reflects our current views with respect to future events and is subject to these and other risks, uncertainties and assumptions. We assume no obligation to publicly update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future.

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A copy of Mr. Ming Zhao's proposal letter

April 25, 2011

Board of Directors
PUDA COAL, INC.
426 Xuefu Street
Taiyuan, Shanxi Province 030006
The People's Republic of China

Dear Sirs:

I am pleased to submit this preliminary nonbinding proposal to the board of directors (the "Board") of Puda Coal, Inc. (the "Company") to acquire 100% of the outstanding shares of common stock of the Company (the "Company Stock") in a going private transaction (the "Proposed Acquisition") on the terms and conditions set forth below.

1. Acquisition Vehicle. I intend to form an acquisition vehicle for the purpose of pursuing the Proposed Acquisition.
2. Purchase Price. The consideration payable for each outstanding share of Company Stock (other than those held by myself and my affiliates) will be up to \$12 per share in cash, representing an up to 100% premium to the most recent trading price of the Company Stock.
3. Financing. I will finance the Proposed Acquisition with a combination of existing cash on hand and external financing sources, which may include debt and/or equity financing. I expect commitments for the required equity and debt financing, subject to terms and conditions set forth therein, to be in place when the Definitive Agreements (as defined below) are signed, and do not anticipate that the transaction will be subject to any financing condition.
4. Due Diligence. Parties providing financing will require an opportunity to conduct customary due diligence on the Company.
5. Definitive Agreements. I am prepared to negotiate and finalize the definitive agreements (the "Definitive Agreements") in connection with the Proposed Acquisition and related transactions in an expeditious manner. These documents will provide for covenants and closing conditions customary and appropriate for transactions of this type. I do not foresee the need for any regulatory approvals that might prevent or materially delay a prompt closing of the transaction.
6. Confidentiality. I will, as required by applicable law, promptly file a Schedule 13D to disclose this letter and the Proposed Acquisition. However, I am sure you will agree that it is in all of our interests to ensure that we proceed in a confidential manner, unless otherwise required by law, until we have executed the Definitive Agreements.

7. Process. I believe that the Proposed Acquisition will provide superior value to the Company's stockholders. I recognize that the Board will evaluate the Proposed Acquisition before it can make its determination to endorse it. Given my involvement in the Proposed Acquisition, I recognize that the Proposed Acquisition will be considered by independent members of the Board.

8. No Binding Commitment. This letter constitutes only a preliminary indication of my interest, and does not constitute any binding commitment with respect to the Proposed Acquisition. A binding commitment will result only from the execution of the Definitive Agreements, and then will be on the terms provided in such documentation.

I would like to express my commitment to working together with the Board to bring the Proposed Acquisition to a successful and timely conclusion. Should you have any questions regarding this proposal, please do not hesitate to contact my counsel, Ling Huang or Brian Wheeler of Shearman & Sterling LLP:

Ling Huang
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Shearman & Sterling LLP
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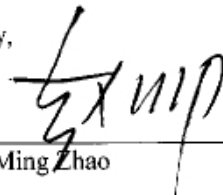
Brian Wheeler
Counsel
Shearman & Sterling
T: +813 5251 0106
F: +813 5251 1602

I look forward to hearing from you.

Sincerely,

By

Name: Ming Zhao

A handwritten signature in black ink, appearing to read 'Ming Zhao', is written over a horizontal line. The signature is stylized and cursive.